

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION

TIVO INC.,)	
)	Civil Action No. 2:09-CV-259-DF
Plaintiff,)	
)	
vs.)	
)	Jury Trial Demanded
1. AT&T INC.;)	
2. AT&T OPERATIONS, INC.;)	
3. AT&T SERVICES, INC.;)	
4. AT&T VIDEO SERVICES, INC.;)	
5. SBC INTERNET SERVICES, INC.;)	
6. SOUTHWESTERN BELL TELEPHONE)	
COMPANY.)	
)	
Defendants,)	
)	
and)	
)	
MICROSOFT CORPORATION,)	
)	
Intervenor.)	
)	

STIPULATION AND JOINT MOTION TO DISMISS PURSUANT TO
RULE 41 OF THE FEDERAL RULES OF CIVIL PROCEDURE

Plaintiff TiVo Inc. ("TiVo"), Defendants AT&T Inc., AT&T Operations, Inc., AT&T Services, Inc., AT&T Video Services, Inc., SBC Internet Services, Inc., and Southwestern Bell Telephone Company (the "AT&T Defendants"), and Intervenor Microsoft Corporation ("Microsoft") stipulate as follows:

This Stipulation and Joint Motion to Dismiss is made pursuant to Rule 41 of the Federal Rules of Civil Procedure and agreements between the parties.

TiVo, the AT&T Defendants, and Microsoft stipulate to the dismissal with prejudice of TiVo's claims against the AT&T Defendants in the above-captioned action and all claims and counterclaims made by the AT&T Defendants in the above-captioned action against TiVo, with

each party to bear its own costs and attorneys' fees.

Microsoft, the AT&T Defendants, and TiVo further stipulate to the dismissal without prejudice of Microsoft's declaratory judgment claims against TiVo, with each party to bear its own costs and attorneys' fees.

The dismissals set forth in this Stipulation are not intended to, and do not, have any impact on any claims TiVo has or may have against any party other than the AT&T Defendants or with respect to products or services of any party other than the AT&T Defendants. Microsoft, the AT&T Defendants, and TiVo acknowledge and stipulate that TiVo has not asserted any claims against Microsoft in this litigation.

Accordingly, pursuant to Rule 41 of the Federal Rules of Civil Procedure and agreements between the parties, the parties hereby ask the Court to enter an order that dismisses this action as follows:

- a. All of TiVo's claims asserted against the AT&T Defendants in the above-captioned action are dismissed with prejudice;
- b. All of the AT&T Defendants' claims and counterclaims asserted against TiVo in the above-captioned action are dismissed with prejudice;
- c. Microsoft's declaratory judgment claims against TiVo are dismissed without prejudice.
- d. TiVo, the AT&T Defendants, and Microsoft shall each bear their own costs and attorney's fees in the Action;
- e. The foregoing dismissals are without prejudice to any claims that TiVo is construed to have asserted, or could have asserted, against Microsoft or any other third party.

Text of the proposed order has been lodged concurrently herewith.

Dated: January 4, 2012

Respectfully submitted,

By: /s/ Richard Birnholz
Richard Birnholz

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MICROSOFT CORPORATION**

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was filed electronically on January 4, 2012, and pursuant to Local Rule CV-5(a) has been served on all counsel who are deemed to have consented to electronic service.

Dated: January 4, 2012

/s/ Richard Birnholz

Richard Birnholz